



# PERFORMANCE SHARE PLAN (PSP) AND LONG TERM INCENTIVE PLAN (LTIP) VESTING

March 2024

## Question & Answer document

Note: the performance period for awards vesting in 2024 is January 2021 to December 2023



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## Vesting of your Award

### 1. What was the outcome of the performance conditions and how did this feed into the vesting decision?

Please refer to the vesting communication e-mail you have received which contains information on the calculation and the outcome.

### 2. How are vested shares calculated?

The original target award is adjusted by the vesting percentage that is confirmed in the vesting communication e-mail.

Notional dividends are then calculated based on the vested amount as if they had been re-invested in shares from date of award until vest. This is the amount that has ultimately vested, rounded up to a whole number of shares.

Details of the outcome of the performance conditions is shown in the attachment to your vesting email.

## Shell Securities Dealing Code

### 3. I am an employee insider; do I need to get pre-clearance for delivery of my vested award?

If you are designated as an employee insider under the Shell Securities Dealing Code ("Code") individual pre-clearance for delivery is not required as there is no individual decision being taken by you in connection with the delivery. Any necessary clearances where applicable are made on your behalf.

### 4. I am an employee insider; do I need to get pre-clearance if I want to sell my shares?

Yes, if you are an Employee Insider and you wish to sell shares you must always seek pre-clearance.

Click [here](#) to access the Code and an application for clearance to deal should be made via the Employee Insider portal:

[www.insiderlistmanagement.com](http://www.insiderlistmanagement.com).

If you receive clearance you must sell the shares within two business days or else you must seek clearance again. If you have questions on the pre-clearance process please contact [Lex.Paling@shell.com](mailto:Lex.Paling@shell.com).

## Delivery of your Award

### 5. How will I receive my award?

Your award will be delivered, wherever possible in shares, to your Share Plan Account (SPA) or, if you are a US person to your Fidelity Brokerage account. If, for local regulatory or compliance reasons, Shell is not able to deliver shares then the cash equivalent after any applicable tax deduction will be paid to you. Please refer to the [Cash out populations](#) document.

### 6. What information has Shell provided to Computershare in order to make the delivery compliant?

Shell has provided all the information required for the delivery process – this includes location history (country and region where applicable) from at least the start of the performance period to delivery date, nationality, your payroll hub(s). In certain cases you would have been contacted ahead of the vest if specific information was missing that Shell could not supply.

### 7. Where can I find information on the delivery of my award?

Early March you receive a personalised email regarding the delivery of your vested award.

A transaction statement relating to the transfer of the shares to your SPA can be found in the library section of your EquatePlus account.

Generic materials such as Tax Q&As and plan guide may be found [here](#).

If you are a US local details of the tax withholding will be visible on your pay slip. The share delivery transaction will be visible in your Fidelity brokerage account.

## Tax

### 8. How do I find information on how my award has been taxed?

Details of the taxes calculated (if applicable) can be found on your EquatePlus Account under "Transactions" in the "Library" tab.

For US locals - details of the tax withholding will be visible on your pay slip.

Please refer to the following documents for further details on tax:

Note: Your award will be subject to Tax Equalisation if you have been on a Long Term International Assignment at any time from the start of the performance period, i.e. 1 January, until the vest date.

- Click [here](#) for a Q&A document related to taxation of your award.
- For details about hypothetical tax please refer to the [International Mobility website](#)
- Country Tax Guide – a high level summary of country tax positions [here](#).

### 9. Where can I send further questions related to tax on my award?

If you have queries about award that cannot be answered from the Plan materials please use the Share Plans Query form [here](#) or if you cannot access this form send an email to [HR Operations](#).

Note that HR Operations will not be in a position to recheck tax calculations unless you specifically believe there are certain circumstances why your tax calculation is incorrect. You should also note that in times of high volume there might be some delay in response - you will be informed if this is the case.

For specific tax advice you must contact your own independent tax advisor.

### 10. My award has been subject to tax equalisation. Why is this? Where can I find more information?

If you have been on a long term expatriate assignment at any point since the beginning of the performance period up to the date of vest, your award will be subject to tax equalisation (even if you are not on an expatriate assignment any longer).

A deduction for hypothetical taxes will be taken from your gross award to deliver a net award. The hypothetical tax deduction will broadly replicate the income taxes and social security that you would have paid had you remained resident in your base country since the beginning of the performance period using standardised assumptions. You will be tax equalised to your base country at vest.

The hypothetical deduction is made at time of delivery and the net amount of shares after deduction of your hypothetical taxes will be delivered into your SPA.

Any actual taxes due on your award will be paid for by the company in accordance with the IBAS policy.

If actual withholding taxes are due at the time of the delivery, these will be paid by the company and will be sent to payrolls for processing at time of delivery. If actual taxes are due only when a tax return is filed, the company will fund the taxes at that point and you will be provided with tax return assistance (where required) for that country in order to facilitate reporting and company payment of tax liabilities.

For further information on tax equalisation, please refer to the [IM policy](#) and the Q&A document [here](#).

**11. I am a local employee in The Netherlands and taxed under the NL 30% tax rule. Has this been taken into account?**

Yes, Employment Tax in the Netherlands have provided information specifying which recipients of an award should have the 30% tax rule applied to their tax calculations on vesting. Based on this notification, where applicable, Dutch taxes on delivery of your award will be calculated taking the 30% tax rule into account. Note that due to possible timing mismatches of data uploads it is possible that if you recently became taxed under the 30% tax rule this information may not have been available in time - in these cases any taxes over-withheld will be refunded to you in due course by the Dutch payroll.

### Share Plan Account

**12. What is the Share Plan Account (SPA)?**

This is a special global nominee which has been set up with EquatePlus/Computershare to hold shares electronically that vest from share plans.

In the case of Shell plc (Shell) this will be for ordinary shares of SHELL (AMS) and SHEL (LSE).

**13. What are the advantages of the SPA?**

- The SPA allows you to hold your shares safely and securely without the need to set up your own brokerage account.
- It will give you access to a share dealing service should you wish to transfer or sell your shares.

- Automatic re-investment of dividends into additional shares, (unless country restrictions are in place meaning dividends can only be paid in cash). Your portfolio will grow each time Shell pays a dividend and additional shares will be added to your SPA.

**14. Can I opt out of the dividend reinvestment in the Share Plan Account?**

No, dividend reinvestment is currently a default position in the SPA, unless country restrictions apply.

**15. I am an employee insider, according to the Code I need to get pre-clearance to enter into a dividend reinvestment plan (DRIP). Does this apply to the DRIP in the SPA?**

No, since you have no choice about participating in the DRIP in the SPA this is not considered to be dealing under the Code and therefore pre-clearance for this feature is not required. Please note that if you have shareholdings outside of the SPA and participate in a DRIP you will need to seek clearance – please refer to the Code.

**16. Will I be the beneficial owner of the vested shares?**

Yes.

**17. I don't want to keep the shares in the SPA, what should I do?**

Once your shares have been delivered to the SPA, you will be able to move the shares to a brokerage account or nominee of your choice from the SPA.

There are no transaction fees should you transfer your shares out of the SPA to your own brokerage account.

**18. Can I sell the shares from the SPA?**

Yes, you will be able to choose to sell from your SPA. Note that you will incur a transaction fee, details of which can be found in the terms and conditions on the EquatePlus website.

**19. I would prefer to hold my shares in my personal brokerage account, how can I do this?**

You can decide to transfer your shares into your brokerage account should you wish to do so by following the standard transfer process available within the SPA.

As with all share transfers it is vital that the information you provide to Computershare matches exactly with the receiving account information. Any slight mis-match of any data item could mean a failure in the share delivery and / or the creation of a new account at the receiving end.

There is no charge if you choose to transfer your shares from the SPA to your brokerage account.

**20. I am concerned that I am resident in a country where I should not hold shares, what should I do?**

If you believe this to be the case you should get independent professional advice and you should consider removing your shares from the SPA. It is always your responsibility as a shareholder to check that you are allowed to hold shares.

**21. How can I keep track of my holdings in the SPA?**

The SPA will be visible alongside any other Share Plan Awards that you may have that are administered by Computershare. You should log in to your EquatePlus account via SSO or using your User ID and password and go to the SPA tile on the overview page.

You can also select a statement for a specified period.

**22. I was in a country at vest where I was forced to have a cash delivery. I would have preferred to have Shell shares. May I purchase Shell shares with the cash and move these into the Share Plan Account?**

Unfortunately this is not permitted as the SPA can only hold shares that come directly from share plans. You can of course use the cash to purchase Shell shares and you may contact Computershare to put you in touch with a broking service you can use. However, any shares purchased in this manner cannot be transferred into the SPA.

**23. I am a US person and have shares in my Fidelity account from previous deliveries and/or participation in US GESPP; can I transfer these to the SPA?**

No, this facility is not available. Shares from Awards can be only be delivered to your Fidelity Brokerage Account.

## Fidelity Brokerage Account

### 24. What are the advantages of the Fidelity brokerage account?

- The Fidelity brokerage account allows you to hold your shares safely and securely.
- It will allow you to sell or purchase ADRs via the Fidelity website or by phone whenever the New York Stock Exchange is open.
- If selling ADRs, you can access your proceeds via Bill Pay, by requesting a check, or electronic transfer to another account.
- Automatic re-investment of dividends into additional shares. You will have a choice to reinvest your dividends to allow your portfolio to grow each time Shell pays a dividend. These additional shares will be added to your Fidelity brokerage account. You also have the choice to take the dividend payment as cash which will be added to your Fidelity brokerage account.

### 25. I am an employee insider, according to the Shell Securities Dealing Code do I need to get pre-clearance to reinvest the dividends?

As an Employee Insider, you must obtain clearance before entering into a participation in any dividend reinvestment plans relating to Shell Securities. You will also need clearance to vary the terms of your dividend reinvestment at Fidelity and to terminate the dividend reinvestment.

## Becoming a Shareholder

### As a shareholder you will own a piece of Shell and be able to grow your portfolio of shares each time Shell pays a dividend

### 26. As I am now a shareholder, where can I find relevant shareholder information on Shell?

A range of useful information for shareholders is to be found on the Investor site of Shell's internal site: <http://www.shell.com/global/aboutshell/investor.html>.

### 27. Where can I find out information about dividends on Shell shares?

This information is available by selecting "Dividend Information" on the left hand menu bar on line at <https://www.shell.com/investors/dividend-information.html>.

### 28. Will I receive shareholder communications?

You will be notified when shareholder materials are available. You will be able to review Annual Reports and other financial information on line at: <http://www.shell.com/home/content/investor/>.

### 29. Will I be able to vote at shareholder meetings?

As a shareholder you will be invited to vote at shareholder meetings such as the Annual General Meeting (AGM) should you wish to do so. The AGM is usually in May each year. If you hold shares in the SPA with EquatePlus you will receive an email from Computershare in advance of the meeting with instructions on how to view the resolutions and how to record your vote online should you wish to do so.

If you hold shares in a Fidelity account, you will be notified in advance of the meeting based on the communication settings applicable to your account (e.g. regular mail or email delivery). Visit the "Proxy Materials" page on [www.fidelity.com](http://www.fidelity.com) under the "Statements" tab for more information. You can record your vote online or via regular mail.

## Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standards (CRS)

### 30. What is FATCA and CRS and why am I being requested to self-certify my tax status?

FATCA is US tax legislation designed to help the IRS track US nationals taxable liabilities held overseas. The UK has signed an agreement with the US to implement FATCA which requires Foreign Financial Institutions (FFIs) to obtain information about individuals who may be considered a US person.

Similar to FATCA, CRS was developed to allow countries to exchange tax information. CRS came into effect on 1 January 2016, with more than 97 countries signing up.

As a UK regulated financial institution, Computershare must comply with FATCA and CRS by identifying individuals satisfying the FATCA or CRS criteria and report them to Her Majesty's Revenue and Customs (HMRC) or to the Jersey Financial Services Commission (JFSC), who then pass this on to the relevant local tax authorities.

The SPA is caught by this legislation. As a result, all participants are required to self certify when they first login an set up their account at EquatePlus. Please click [here](#) to access further information and FAQs on this subject.

## Foreign Asset Reporting

### 31. Will I have to report my share holdings (vested or unvested) on any tax returns? (in addition to reporting on employment tax)

In certain countries there is a requirement to report foreign assets, such as shares delivered from share plans in your tax return. Although Shell does not provide individual tax advice, Shell would like to provide employees with high level information in certain locations where there are Foreign Asset Reporting requirements to assist employees with their understanding of their obligations.

Please refer to the country tax guide [here](#) for more information.

## YOUR RESOURCE CENTRE

<b>Your EquatePlus account.</b>	Click <a href="#">here</a> to login to your account. If you have access to Shell network you can access your account via <a href="#">SSO</a> . Queries relating to logging into your account should be directed to +44 0370 707 1430 or <a href="mailto:shellshareawards@computershare.co.uk">shellshareawards@computershare.co.uk</a> .
<b>Online help</b>	<a href="#">Shell Share Plans microsite</a> – if you are not logged into the Shell network, you can click <a href="#">here</a> to access plan documents, plan rules, guides, translations, etc. <a href="#">HR Online</a> - click <a href="#">here</a>
<b>Tax</b>	Country tax guide: <a href="#">an overview of tax positions and reporting requirements</a> . <a href="#">QA</a> related to taxation of your vested award <a href="#">Tax Equalisation</a> - International mobility policy
<b>MIFID II</b>	Have you updated your MIFID information? Find out more <a href="#">here</a> and why it is important to you if you own and want to sell shares.
<b>Shell Securities Dealing Code and Employee Insiders</b>	Click <a href="#">here</a> to read the Shell Securities Dealing Code and make sure that you keep up to date with any changes made to the Code from time to time. Please note that there is no requirement for individual pre-clearance on delivery; however should you subsequently wish to sell your shares then you should seek clearance in the usual way, following the process outlined in the Shell Securities Dealing Code.
<b>Cash out Countries</b>	For information on the restricted countries where cash delivery is required, visit the document section of the external plan website by clicking <a href="#">here</a> .
<b>Foreign Asset Reporting</b>	Look in the Country Tax Guide for details relating to <a href="#">Foreign Asset Reporting</a> - please ensure you are aware of any obligations you may have
<b>China</b>	<ol style="list-style-type: none"> <li>1. In order to comply with the requirements of the State Administration of Foreign Exchange (SAFE) you should remember that, should you have any shares that you wish to sell from your China SPA, the sale proceeds must be remitted to the company bank account monitored by SAFE before they are distributed to your own bank account in China in RMB.</li> <li>2. Click <a href="#">here</a> to read the China QA for detailed information.</li> </ol>
<b>Fidelity</b>	For queries once/if your shares are delivered to Fidelity: online at <a href="http://www.netbenefits.com/shell">www.netbenefits.com/shell</a> or through a Fidelity Representative at 1-800-30-SHELL
<b>Share Plans Query form</b>	Use this <a href="#">Share Plans Query form</a> if you have questions about your Award that cannot be answered from the materials.
<b>HR Operations</b>	If you are unable to access our Share Plans Query form, please send an email to <a href="mailto:HR-Operations@shell.com">HR-Operations@shell.com</a> if you have queries about your Award that cannot be answered from the Plan materials.
<b>Follow us on Viva Engage</b>	<a href="#">Let's talk about Shell's share plans</a>